

Chapman and Cutler LLP

Attorneys at Law • Focused on Finance®

Denitta A. Germann
Associate

111 W. Monroe
Chicago, IL 60603

T 312.845.3724
F 312.516.1824
germann@chapman.com

August 12, 2010

RECORDATION NO. 16763-I FILED

AUG 13 '10 -11 15 AM

SURFACE TRANSPORTATION BOARD

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: TTX Company
Termination of Lease and Security Documents
Lease No. 31D

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of the Termination of Security Documents (No. 31D), dated as of August 3, 2010, between U.S. Bank National Association (successor to The Connecticut National Bank), not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*"), and The Bank of New York Mellon Trust Company, N.A. (successor to Mercantile Safe Deposit and Trust Company), not in its individual capacity, but solely as agent (the "*Agent*").

The enclosed document relates to (a) the Conditional Sale Agreement (D), (b) the Agreement and Assignment (D), (c) the Lease of Railroad Equipment (No. 31D), and (d) the Assignment of Lease and Agreement (D) between the Owner Trustee and the Agent, copies of which (or evidence thereof) were previously filed under Recordation Numbers 16763, 16763-A, 16763-B, and 16763-C, respectively. The CSA, the Agreement and Assignment and the Lease Assignment are referred to herein collectively as the "*Security Documents*." Please also note that the enclosed document relates to the Termination of Lease (No. 31D), dated as of August 3, 2010, between Owner Trustee and TTX Company, which is being submitted for recording concurrently therewith.

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The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: U.S. Bank National Association
Corporate Trust Services
225 Asylum Street - 23rd Floor
Hartford, CT 06103

Agent: The Bank of New York Mellon
The Bank of New York Trust Company, N.A.
Chicago Corporate Trust
Two North LaSalle Street, Suite 1020
Chicago, IL 60602

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

The 127 railcars (including casualties) within the series TTAX 76121 - TTAX 76250 and TTAX 78053 - TTAX 78217 as more specifically described in Schedule 1 attached hereto.

A short summary of the document to appear in the index follows:

Termination of Security Documents (No. 31D).

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

Chapman and Cutler LLP

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3724.

Sincerely,

CHAPMAN AND CUTLER LLP

By Denitta A. Germann
Denitta A. Germann

DAG/meg
Enclosures

SCHEDULE 1
LEASE No. 31D

PURCHASED RAILCARS

TYPE OF EQUIPMENT	BUILDER	REMAINING CAR NUMBERS	NO. OF UNITS REMAINING
Five-unit all purpose articulated spine cars – TTAX	Trinity	76121 – 76139 76193 – 76221 76223 76240 – 76249	59
Five-unit all purpose articulated spine cars – TTAX	Bethlehem	78053 78073 78077 78080 78119 78145 – 78152 78154 – 78177 78179 – 78200 78203 78210 78215 78217	63
		Total	122

CASUALTIED RAILCARS

EQUIPMENT TYPE	BUILDER	CAR NUMBERS	NUMBER OF CARS
Five-unit all purpose articulated spine cars – TTAX	Trinity	76250	1
Five-unit all purpose articulated spine cars – TTAX	Bethlehem	78054 78153 78178 78204	4
TOTAL CASUALTIED RAILCARS			5

AUG 13 '10 -11 15 AM

**TERMINATION OF SECURITY DOCUMENTS
(STB)****SURFACE TRANSPORTATION BOARD**


THIS TERMINATION OF SECURITY DOCUMENTS is made and entered into as of August 3, 2010 by THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor to Mercantile Safe Deposit and Trust Company), not in its individual capacity, but solely as agent ("*Agent*").

1. Reference is made to (a) the Conditional Sale Agreement (D) dated as of January 2, 1990 (as amended, modified or supplemented, the "*CSA*"), among U.S. Bank National Association (successor to The Connecticut National Bank) (the "*Owner Trustee*") and the Sellers (as such term is defined therein), (b) the Agreement and Assignment (D) dated as of January 2, 1990 (as amended, modified or supplemented, the "*Agreement and Assignment*"), among the Agent and the Sellers, (c) the Lease of Railroad Equipment (No. 31D) dated as of January 2, 1990 (as amended, modified or supplemented, the "*Lease*") between TTX Company (formerly Trailer Train Company) and the Owner Trustee, and (d) the Assignment of Lease and Agreement (D) dated as of January 2, 1990 (as amended, modified or supplemented, the "*Lease Assignment*") between the Owner Trustee and the Agent, copies of which (or evidence thereof) were filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303 on February 13, 1990 under Recordable Numbers 16763, 16763-A, 16763-B, and 16763-C, respectively. The CSA, the Agreement and Assignment and the Lease Assignment are referred to herein collectively as the "*Security Documents*."

2. The Security Documents are terminated effective as of the date hereof and the Agent hereby releases all of its right, title and interest in and to the railroad equipment set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the party hereto has caused this termination to be duly executed by its officer duly authorized as of the date and year first above written.


THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., not in its individual
capacity, but solely as Agent

By: 
Name: J. Bartolini
Title: Vice President

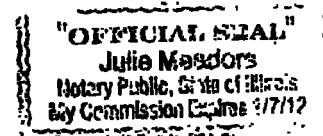
STATE OF Illinois)
) SS.:
COUNTY OF COOK)

On this, the 2nd day of August, 2010, before me, a Notary Public in and for said County and State, personally appeared J. Bartolini who being by me duly sworn, says that (s)he is the Vice President of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on August 2nd, 2010 on behalf of said trust company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: Julie Mardors
Notary Public
My Commission Expires: 1-7-12
Residing in IL

(SEAL)



**EXHIBIT A
RAILCARS**

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TOTAL CASUALTIED RAILCARS			5

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

8 / 13 / 10



Robert W. Alvord